



**Illinois  
Central  
Gulf**

An **IC Industries** Company

William H. Sanders  
Corporate Counsel

Illinois Central  
Gulf Railroad  
Two Illinois Center  
233 North Michigan Avenue  
Chicago, IL 60601  
(312) 565 1600

RECORDATION NO. *12567 B*

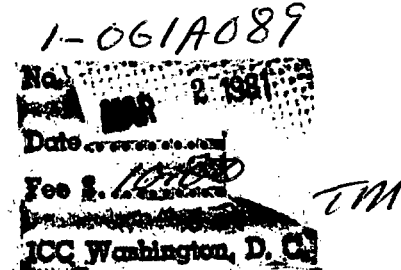
Filed 1425

February 25, 1981

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INTERSTATE COMMERCE COMMISSION

Honorable Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423



Dear Ms. Mergenovich:

Pursuant to the provisions of 49 U.S.C. Sec. 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording five counterparts of a Supplement dated as of March 6, 1981 to a Security Agreement dated as of December 1, 1980 between The Fidelity Bank and Waterloo Railroad Company, a wholly-owned subsidiary of Illinois Central Gulf Railroad Company, covering certain railroad rolling stock. The Security Agreement was recorded with the Commission on December 11, 1980, Recordation No. 12567.

A draft payable to the order of the Interstate Commerce Commission for the recording fee applicable to this filing is enclosed herewith.

The name of the owner and mortgagor of this equipment is:

Waterloo Railroad Company  
233 N. Michigan Avenue  
Chicago, Illinois 60601

The name of the mortgagee and holder of a security interest in said equipment is:

The Fidelity Bank  
Broad & Walnut Streets  
Philadelphia, Pennsylvania 19109

RECEIVED  
MAR 2 1 01 PM '81  
I.C.G.  
FEE OPERATION BR.

*Handwritten signature: C. D. [illegible]*

The equipment covered by this Agreement is 55 new 100-ton Bulkhead Flat Cars, Nos. ICG 978790-978844, both inclusive.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours,

*William H. Sanders*  
William H. Sanders

The equipment covered by this Agreement is 22 and  
100-ton. United Fire Arms, Nos. 918780-41344, both  
inclusive.

It is respectfully requested that all certificates  
not needed for the Commission's files be returned to the  
Director of this latter with the Commission's records being  
shown thereon.

Very truly yours,

William A. Edwards

RECORDATION NO. 12567-B Filed 1425

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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT

DATED AS OF MARCH 6, 1981

TO  
SECURITY AGREEMENT  
DATED AS OF DECEMBER 1, 1980

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BETWEEN

WATERLOO RAILROAD COMPANY

AND

THE FIDELITY BANK

THIS SUPPLEMENT, dated as of March 6, 1981, by and between WATERLOO RAILROAD COMPANY an Iowa corporation (herein called the "Company"), having its office at 233 North Michigan Avenue, Chicago, Illinois 60601, and THE FIDELITY BANK (herein called the "Bank"), having its office at Broad & Walnut Streets, Philadelphia, Pennsylvania 19109.

WITNESSETH:

WHEREAS, in accordance with the provisions of a certain Security Agreement dated as of December 1, 1980 (herein called the "Agreement") between the Company and the Bank recorded with the Interstate Commerce Commission on December 11, 1980, No. 12567, a security interest in certain railroad Equipment described in Schedule I to said Agreement was granted by the Company to the Bank; and

WHEREAS, it was contemplated that certain additional Equipment would be added to the Agreement from time to time by means of a Supplementary Schedule thereto:

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Company agrees with the Bank as follows:

1. As security for all Liabilities, as said term is defined in the Agreement, the Company hereby mortgages, transfers and assigns to the Bank a continuing security interest in and to all right, title and interest whatsoever of the Company in and to the additional Equipment shown on Supplementary Schedule No. 2 hereto.

2. In all other respects the Agreement shall remain in effect between the parties thereto.

3. This Supplement may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, this Agreement has been duly executed as of the day and year first above written.

WATERLOO RAILROAD COMPANY

By R. H. Hughes  
Its TREASURER

(Corporate Seal)

ATTEST:

W. D. Kuntz  
Its ASSISTANT SECRETARY

THE FIDELITY BANK

By W. B. Rogers  
Its Vice President

(Corporate Seal)

ATTEST:

Its \_\_\_\_\_

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 26th day of February, 1981,  
before me personally appeared R. D. Hughes,  
to me personally known, who being by me duly sworn, says  
that he is Treasurer of WATERLOO RAILROAD  
COMPANY, an Iowa corporation, that one of the seals affixed  
to the foregoing instrument is the corporate seal of said  
corporation, that said instrument was signed and sealed on  
behalf of said corporation by authority of its Board of  
Directors; and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said  
corporation.

Virginia N. Shanahan  
Notary Public

My commission expires: May 4, 1984

STATE OF ILLINOIS)  
 ) SS.  
COUNTY OF COOK )

On this 27th day of February, 1981,  
before me personally appeared Neil M. Buss,  
to me personally known, who being by me duly sworn, says  
that he is a Vice President of THE FIDELITY BANK, that one  
of the seals affixed to the foregoing instrument is the  
corporate seal of said national banking association, that  
said instrument was signed and sealed on behalf of said  
national banking association by authority of its Board of  
Directors; and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said  
national banking association.

(SEAL)

Virginia N. Shanahan  
Notary Public

My Commission expires: May 4, 1984

SUPPLEMENTARY SCHEDULE NO. 2  
TO SECURITY AGREEMENT

DESCRIPTION OF EQUIPMENT

<u>Type of Equipment</u>	<u>Quantity</u>	<u>Identification Numbers</u>
New 100-ton Bulkhead Flat Cars	55	ICG 978790-978844, both inclusive